

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

)
) **Chapter 11**
)
) **Case No. 18-23538 (RDD)**
)
) **(Jointly Administered)**
)

**ORDER GRANTING APPLICATION OF METROPOLITAN EDISON
COMPANY, JERSEY CENTRAL POWER & LIGHT COMPANY, OHIO
EDISON COMPANY, THE CLEVELAND ELECTRIC ILLUMINATING
COMPANY, TOLEDO EDISON COMPANY AND PENNSYLVANIA
ELECTRIC COMPANY PURSUANT TO SECTION 7 OF THE ORDER (I)
APPROVING DEBTORS' PROPOSED FORM OF ADEQUATE
ASSURANCE OF PAYMENT TO UTILITY PROVIDERS, (II)
ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES, AND
(III) PROHIBITING UTILITY PROVIDERS FROM ALTERNATING,
REFUSING, OR DISCONTINUING UTILITY SERVICE [DOCKET NO.
461] FOR PAYMENT FROM THE ADEQUATE ASSURANCE ACCOUNT**

UPON CONSIDERATION of the *Application of Metropolitan Edison Company, Jersey Central Power & Light Company, Ohio Edison Company, The Cleveland Electric Illuminating Company, Toledo Edison Company and Pennsylvania Electric Company Pursuant to Section 7 of the Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service [Docket No. 461] for Payment from the Adequate Assurance Account* (the "Application"), filed on behalf of Metropolitan Edison Company ("Met-Ed"), Jersey Central Power & Light Company ("JCP&L"), Ohio Edison Company ("Ohio Edison"), The Cleveland Electric Illuminating Company, d/b/a The Illuminating Company ("CEI"), Toledo

Edison Company (“TE”) and Pennsylvania Electric Company (“Penelec”) (collectively, the “FirstEnergy Utilities”), and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application thereto has been given and that no further notice need be given; and a hearing on the Application thereto having been held on May 21, 2019, at which time all interested parties were given an opportunity to be heard; and based upon the Application and the proceedings before the Court; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED in all respects.
2. The Debtors are required to tender the following payments to the First Energy

Utilities for past-due post-petition invoices:

- a. \$36,325.58 to JCP&L;
- b. \$6,081.25 to Met-Ed;
- c. \$8,200.92 to Ohio Edison;
- d. \$6,617.33 to CEI;
- e. \$12.29 to TE; and
- f. \$7,520.81 to Penelec.

Dated: _____, 2019

UNITED STATES BANKRUPTCY JUDGE